

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Nubro, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Nubro, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is April 18, 1983 and the period of its duration is Unlimited

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 306 South State Street, Kent County, Dover, Delaware

SIXTH: The address of its proposed registered office in Rhode Island is 111 WESTMINSTER STREET Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is CT CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized ~~under the General Corporation Law of Delaware~~ as presently in effect or as it may hereafter be amended, including acting as general partner of a partnership engaged in the manufacturing, lease and/or sale of library services and supplies, books, greeting cards and gifts, and office, engineering and art supplies.

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Arthur D. Brody	Director & Chairman	18767 Lunada Point, San Diego, Cal 92128
Joseph D. Largen	Director	7313 Borla Place, Carlsbad, Cal. 92008
	Director	
Joseph D. Largen	President & Treas.	7313 Borla Place, Carlsbad, Cal. 92008
John D. Burfeindt	Vice President & Secy.	1201 Ballamont Dr., N.W., Williamsport, PA
DONALD BRODY	Assistant Secretary	45 Menlo Place, Berkeley, Cal. 94707 17701
	Treasurer	

Michael D. Brody

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100,000	Common	N/A	\$1

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
67,000	Common	N/A	\$1

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 2,250,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 4,500

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 11,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 33,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated _____, 19____

Nubro, Inc.

[Exact Corporate Name of Corporation Making Application]

By Joseph A. Langer
Its President
and Paul B. [Signature]
Its Secretary

STATE OF New Jersey
COUNTY OF ESSEX } Sc.

At Roseland in said County on the 23 day
of June 23 1983 before me personally appeared
Joseph Langer, who being by me first duly sworn, declared that
he is the President of Nubro, Inc.
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Clair J. Palumbo
Notary Public

(NOTARIAL SEAL)

CLAIR J. PALUMBO
A Notary Public of New Jersey
My Commission Expires Nov. 13, 1985

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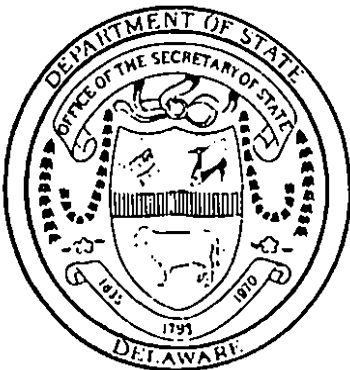
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of Incorporation

filed in this office on April 18, 1983



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Tom*

DATE: June 20, 1983